

RECORDATION NO. 22581-3535 FILED

JUL 12 '12 -2 32 PM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

July 10, 2012

Chief Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated June 21, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22581.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Cascade and Columbia River Railroad Co.  
7411 Fullerton Street  
Suite 300  
Jacksonville, FL 32256

A description of the railroad equipment covered by the enclosed document is for fifty-seven (57) boxcars; having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.  
Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(CSCD178)

ASSGN. NO.: CSCD178

## MEMORANDUM OF LEASE

JUL 12 '12 -2 32 PM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into on the 21<sup>st</sup> day of June, 2012 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 171 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 20, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & MARKETING

Title: \_\_\_\_\_

By: Susan GrokulskaName: SUSAN GROKULSKY  
ASSISTANT DIRECTOR  
Title: OF DOCUMENTATIONExecuted on this 21<sup>st</sup> day of June, 2012.

[CORPORATE SEAL]

STATE OF IllinoisCOUNTY OF Cook

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21<sup>st</sup> day of June, 2012.

Janice L. Enolva  
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

ATTEST:

By: Kathy Harayda

Name: Kathy Harayda

Title: Sr. Slect Management Analysis

By: [Signature]

Name: JAMES STEFARDING

Title: VP - MARKETING

Executed on this 15<sup>th</sup> day of June, 2012

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Bonnie D. Hatfield, a Notary Public of the County and State aforesaid, certify that James Shefelbine personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of June, 2012.

Bonnie D. Hatfield  
Notary Public

Commission Expires:

10-30-2015  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:                   Fifty-seven (57)

DESCRIPTION OF CARS:           Plate "F" Box Cars

CAR NUMBERS:

1	NOKL	560802	37	NOKL	571153
2	NOKL	560813	38	NOKL	571154
3	NOKL	560816	39	NOKL	571158
4	NOKL	560826	40	NOKL	571160
5	NOKL	560830	41	NOKL	571162
6	NOKL	560855	42	NOKL	571164
7	NOKL	560861	43	NOKL	571166
8	NOKL	560870	44	NOKL	571167
9	NOKL	560878	45	NOKL	571170
10	NOKL	560896	46	NOKL	571171
11	NOKL	560921	47	NOKL	571172
12	NOKL	560948	48	NOKL	571173
13	NOKL	560951	49	NOKL	571174
14	NOKL	560965	50	NOKL	571178
15	NOKL	560971	51	NOKL	571182
16	NOKL	560973	52	NOKL	571183
17	NOKL	560989	53	NOKL	571185
18	NOKL	560993	54	NOKL	571186
19	NOKL	560997	55	NOKL	571189
20	NOKL	571100	56	NOKL	571195
21	NOKL	571102	57	NOKL	571199
22	NOKL	571105			
23	NOKL	571111			
24	NOKL	571114			
25	NOKL	571115			
26	NOKL	571120			
27	NOKL	571121			
28	NOKL	571123			
29	NOKL	571129			
30	NOKL	571130			
31	NOKL	571135			
32	NOKL	571136			
33	NOKL	571138			
34	NOKL	571145			
35	NOKL	571148			
36	NOKL	571150			